

**UNITED STATES DISTRICT COURT
FOR THE DISTRICT OF PUERTO RICO**

In re)	
)	PROMESA
)	Title III
THE FINANCIAL OVERSIGHT AND MANAGEMENT BOARD FOR PUERTO RICO,)	
)	No. 17 BK 3283-LTS
As a representative of)	
)	(Jointly Administered)
THE COMMONWEALTH OF PUERTO RICO)	
<i>et al.,</i>)	ECF Dkt. Nos. 640 [Case no. 17-3567], 667
)	[Case no. 17-3566], 1642 [Case
)	no. 17-4780], 8734, 8737, 8739, 8743, 9213,
Debtors.¹)	10502, 12293
)	
)	Telephonic Hearing date: June 3, 2020 at 9:30 a.m.
)	(AST)

**FEE EXAMINER'S SUPPLEMENTAL REPORT
ON UNCONTESTED PROFESSIONAL FEE APPLICATIONS RECOMMENDED FOR
COURT APPROVAL AT OR BEFORE THE OMNIBUS HEARING SCHEDULED FOR
JUNE 3, 2020 AT 9:30 A.M. (AST)**

TO: HON. LAURA TAYLOR SWAIN,
UNITED STATES DISTRICT JUDGE

This supplemental report recommends seven previously deferred and now uncontested interim fee applications for the Court's approval at or before the June 3, 2020 omnibus hearing. The Fee Examiner recommends the Court's approval of these applications, with adjustments, through the entry of the attached proposed order and exhibits.

¹ The Debtors in these Title III Cases, along with each Debtor's respective Title III case number and the last four (4) digits of each Debtor's federal tax identification number, as applicable, are the: (i) Commonwealth of Puerto Rico (Bankruptcy Case No. 17 BK 3283-LTS) (Last Four Digits of Federal Tax ID: 3481); (ii) Puerto Rico Sales Tax Financing Corporation ("COFINA") (Bankruptcy Case No. 17 BK 3284-LTS) (Last Four Digits of Federal Tax ID: 8474); (iii) Puerto Rico Highways and Transportation Authority ("HTA") (Bankruptcy Case No. 17 BK 3567-LTS) (Last Four Digits of Federal Tax ID: 3808); (iv) Employees Retirement System of the Government of the Commonwealth of Puerto Rico ("ERS") (Bankruptcy Case No. 17 BK 3566-LTS) (Last Four Digits of Federal Tax ID: 9686); and, (v) Puerto Rico Electric Power Authority ("PREPA") (Bankruptcy Case No. 17 BK 4780-LTS) (Last Four Digits of Federal Tax ID: 3747) Puerto Rico Public Buildings Authority ("PBA") (Bankruptcy Case No. 19-BK-5523-LTS) (Last Four Digits of Federal Tax ID: 3801) (Title III case numbers are listed as Bankruptcy Case numbers due to software limitations).

SUPPLEMENTAL REPORT

On February 26, 2020, the Fee Examiner filed the *Fee Examiner's Report on Uncontested Professional Fee Matters for Consideration in Connection with the March 4, 2020 Omnibus Hearing* [Dkt. No. 11785] (the “**Seventh Interim Fee Period Report**”). The Seventh Interim Fee Period Report recommended the approval of an initial group of interim applications for the Seventh Interim (June 1-September 30, 2019) and prior fee periods. It also notified the Court, the parties and the public of the consensual deferral of a group of applications for later consideration (the “**Deferred Interim Fee Applications**”) while discussions continued and some professionals provided additional data and detail.

On March 4, 2020, the Court held a hearing on the Seventh Interim Fee Period Report and, on March 6, 2020, the Court entered the *Omnibus Order Awarding: I. Interim Allowance of Compensation for Professional Services Rendered and Reimbursement of Expenses for the Seventh Interim (June 1-September 30, 2019) and Prior Compensation Periods; II. Final Allowance of Compensation for Professional Services Rendered and Reimbursement of Expenses for the Final Fee Period* [Dkt. No. 12157] (the “**Seventh Interim Compensation Order**”) allowing, with adjustments, 20 interim fee applications and one final fee application.

On April 15, 2020, the Fee Examiner filed the *Fee Examiner's Report on Uncontested Professional Fee Matters for Consideration in Connection with the April 22, 2020 Omnibus Hearing* [Dkt. No. 12803] (the “**First Supplemental Seventh Interim Fee Period Report**”). The First Supplemental Seventh Interim Fee Period Report recommended the approval of 13 interim applications for the Seventh Interim (June 1-September 30, 2019) and prior fee periods. It also notified the Court, the parties and the public of the consensual deferral of a group

of applications for later consideration (the “**Deferred Interim Fee Applications**”) while discussions continued and some professionals provided additional data and detail.

On April 17, 2020, without a hearing, the Court entered the *Omnibus Order Awarding Interim Allowance of Compensation for Professional Services Rendered and Reimbursement of Expenses for the Seventh Interim (June 1-September 30, 2019) and Prior Compensation Periods* [Dkt. No. 12861] (the “**First Supplemental Seventh Interim Compensation Order**”) allowing, with adjustments, 13 interim fee applications.

On May 1, 2020, the Fee Examiner filed a *Proposed Amended Order regarding the First Supplemental Seventh Interim Fee Period Report* [Dkt. No. 13024] (the “**Proposed Amended First Supplemental Seventh Interim Compensation Order**”) to correct an accounting error affecting the fees awarded to a single professional in the First Supplemental Seventh Interim Compensation Order.

On May 18, 2020, the Court entered the *Partially Amended Omnibus Order Awarding Interim Allowance of Compensation for Professional Services Rendered and Reimbursement of Expenses for the Seventh Interim (June 1-September 30, 2019) and Prior Compensation Periods* [Dkt. No. 13150] (the “**Partially Amended First Supplemental Seventh Interim Compensation Order**”) allowing, with adjustments, 13 interim fee applications.

The Fee Examiner now recommends for approval, on an uncontested basis, seven additional interim fee applications as outlined on **Exhibit A**. The Deferred Interim Fee Applications listed on **Exhibit B** and the deferred final COFINA fee applications listed on **Exhibit C** remain the subject of discussions. Those applications will, with the continued consent of the applicants and with the Court’s permission, be deferred for consideration to the July 29, 2020 omnibus hearing or a later date.

Professionals began filing Eighth Interim Fee Period (October 1, 2019 – January 31, 2020) applications on or around March 16, 2020. The Fee Examiner expects to report on some of those applications in connection with the July 29, 2020 omnibus hearing, along with several previously-deferred applications.

SUMMARY OF RECOMMENDATIONS

With this report, the Fee Examiner:

--Recommends Court approval of the interim fee applications detailed on **Exhibit A**; and

--Notifies the Court, consistent with paragraphs 2.h and 2.k of the *Second Amended Order Setting Procedures for Interim Compensation and Reimbursement of Expenses of Professionals* [Dkt. No. 3269] (the “**Interim Compensation Order**”), that the Fee Examiner and the applicants listed on **Exhibits B and C** are in productive discussions and—to continue their dialogue—have agreed to adjourn their consideration to the July 29, 2020 omnibus hearing or another date convenient for the Court.

RECOMMENDATIONS

Pursuant to the Interim Compensation Order, the Court may grant an Interim Fee Application without a hearing if the Fee Examiner recommends approval of the Interim Fee Application(s) in full or in part, and there are no objections from a party in interest. *Interim Compensation Order* at ¶ 2(j). There have been no objections filed to these applications, and the Fee Examiner has not yet found it necessary to file any objection requiring the Court’s resolution.

Attached to this Supplemental Report as **Attachment 1** is a proposed *Second Supplemental Omnibus Order Awarding Interim Allowance of Compensation for Professional Services Rendered and Reimbursement of Expenses for the Seventh Interim and Prior Compensation Periods* (the “**Proposed Second Supplemental Seventh Interim Compensation Order**”), which embodies the consensual reductions recommended in this report. The Proposed

Second Supplemental Seventh Interim Compensation Order in MS Word format will be submitted to chambers upon the filing of this Supplemental Report.

The Fee Examiner asks that the Court enter the Proposed Second Supplemental Seventh Interim Compensation Order at its earliest convenience. As the Fee Examiner's informative motion will disclose, he and his counsel will monitor by telephone but do not intend to speak at the June 3, 2020 telephonic omnibus hearing, unless the Court so requests, if the Court enters the Proposed Second Supplemental Seventh Interim Compensation Order.²

Dated: May 27, 2020.

WE HEREBY CERTIFY that on this date, we electronically filed the foregoing report with the Clerk of the Court using the CM/ECF system that will send notification of such filing to all attorneys of record registered in the use of the CM/ECF system.

EDGE Legal Strategies, PSC

s/Eyck O. Lugo
Eyck O. Lugo
252 Ponce de León Avenue
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Telephone: (787) 522-2000
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Puerto Rico Counsel for Fee Examiner

² On May 12, 2020, the Fee Examiner and his counsel filed the *Fifth Interim and Consolidated Semiannual Application of the Fee Examiner and Godfrey & Kahn, S.C., Counsel to the Fee Examiner, for Allowance of Compensation for Services Rendered and Reimbursement of Expenses for the Period From October 1, 2019 Through March 31, 2020* [Dkt. No. 13099] (the "**Fifth Interim Fee Application**"), also pending for approval at or before the June 3, 2020 omnibus hearing. As indicated in the notice of filing (Dkt. No. 13100), if no objection is timely filed and served in accordance with the Interim Compensation Order and Case Management Procedures, the relief requested may be granted without a hearing. If no objection is timely filed and served, the Fee Examiner and his counsel do not intend to speak on this application unless the Court so requests.

GODFREY & KAHN, S.C.
One East Main Street, Suite 500
Madison, WI 53703
Telephone: (608) 257-3911
Facsimile: (608) 257-0609

Brady C. Williamson (*Pro Hac Vice*)
Fee Examiner

Katherine Stadler (*Pro Hac Vice*)
Counsel for the Fee Examiner

22360412.3

In re: The Financial Oversight and Management Board for Puerto Rico, as a representative of
The Commonwealth of Puerto Rico, et al.
PROMESA Title III No. 17 BK 3283-LTS

Sixth and Seventh Fee Period Applications Recommended for Approval:

	Applicant	Compensation Period	Interim Fees Requested	Fee Examiner's Recommended Fee Adjustments	Interim Expenses Requested	Fee Examiner's Recommended Expense Adjustments	Interim Fees Recommended for Approval	Interim Expenses Recommended for Approval
<i>Sixth Interim Fee Period (February 1 - May 31, 2019)</i>								
	<i>Counsel to Debtors - Commonwealth</i>							
1-a	Proskauer Rose LLP [Dkt. No. 8734]	2/1 - 5/31/2019	\$ 7,846,461.30	\$ 210,743.20	\$ 255,078.07	\$ 11,079.49	\$ 7,635,718.10	\$ 243,998.58
	<i>Counsel to Debtors - ERS</i>							
1-b	Proskauer Rose LLP [Dkt. No. 8737 and 17-3566 Dkt. No. 667]	2/1 - 5/31/2019	\$ 2,254,297.80	\$ 60,546.77	\$ 49,940.91	\$ 2,169.22	\$ 2,193,751.03	\$ 47,771.69
	<i>Counsel to Debtors - HTA</i>							
1-c	Proskauer Rose LLP [Dkt. No. 8739 and 17-3567 Dkt. No. 640]	2/1 - 5/31/2019	\$ 342,267.00	\$ 9,192.74	\$ 4,108.10	\$ 178.44	\$ 333,074.26	\$ 3,929.66
	<i>Counsel to Debtors - PREPA</i>							
1-d	Proskauer Rose LLP [Dkt. No. 8743 and 17-4780 Dkt. No. 1642]	2/1 - 5/31/2019	\$ 5,257,162.20	\$ 141,198.83	\$ 163,334.07	\$ 7,094.53	\$ 5,115,963.37	\$ 156,239.54
<i>Seventh Interim Fee Period (June 1 - September 30, 2019)</i>								
	<i>Puerto Rico Counsel to Special Claims Committee</i>							
2	Estrella, LLC [Dkt. No. 10502]	6/1 - 8/31/2019	\$ 218,625.50	\$ 7,495.43	\$ 2,417.77	\$ -	\$ 211,130.07	\$ 2,417.77
	<i>Special Litigation Counsel to Official Committee of Unsecured Creditors</i>							
3	Genovese Joblove & Battista, P.A. [Dkt. No. 9213]	6/1 - 9/30/2019	\$ 1,383,158.40	\$ 43,723.56	\$ 43,602.27	\$ -	\$ 1,339,434.84	\$ 43,602.27
	<i>Macroeconomic Consultant to the FOMB</i>							
4	Wolfe, Andrew [Dkt. No. 12293]	6/1 - 9/30/2019	\$ 100,000.00	\$ -	\$ 2,925.00	\$ -	\$ 100,000.00	\$ 2,925.00

In re: The Financial Oversight and Management Board for Puerto Rico, as a representative of
The Commonwealth of Puerto Rico, et al.
PROMESA Title III No. 17 BK 3283-LTS

Third - Seventh Fee Period Applications Recommended for Deferral:

	Applicant	Compensation Period	Interim Fees Requested	Fee Examiner's Recommended Fee Adjustments	Interim Expenses Requested	Fee Examiner's Recommended Expense Adjustments	Interim Fees Recommended for Approval	Interim Expenses Recommended for Approval
Third Interim Fee Period (February 1 - May 31, 2018)								
	<i>Investment Banker and Financial Advisor to FOMB</i>							
1	Citigroup Global Markets Inc. [Dkt. No. 4020]	2/01 - 5/31/2018	\$ 1,803,571.43		\$ 40,912.98			
Fourth Interim Fee Period (June 1 - September 30, 2018)								
	<i>Financial Advisors to Commonwealth</i>							
2	Ankura Consulting Group, LLC [Dkt. No. 4358]	6/01 - 9/30/2018	\$ 2,373,633.63		\$ 199,003.27			
	<i>Financial Advisors to PREPA</i>							
3	Ankura Consulting Group, LLC [Dkt. No. 1048 (17-04780)]	6/01 - 9/30/2018	\$ 2,779,593.00		\$ 216,596.27			
	<i>Investment Banker and Financial Advisor to FOMB</i>							
4	Citigroup Global Markets Inc. [Dkt. No. 4897]	6/01 - 9/30/2018	\$ 1,975,000.00		\$ 20,450.63			
	<i>Debtors' Consultant</i>							
5	Deloitte Consulting LLP [Dkt. No. 9274]	8/01 - 9/30/2018	\$ 653,692.09		\$ -			
	<i>Debtors' Financial Advisor</i>							
6	Deloitte Financial Advisory Services LLP [Dkt. No. 8520]	6/01 - 9/30/2018	\$ 3,021,163.10		\$ 116,696.34			
Fifth Interim Fee Period (October 1, 2018 - January 31, 2019)								
	<i>Financial Advisors to Commonwealth</i>							
7	Ankura Consulting Group, LLC [Dkt. No. 8454]	10/1/2018 - 1/31/2019	\$ 3,223,148.50		\$ 181,809.03			
	<i>Financial Advisors to PREPA</i>							
8	Ankura Consulting Group, LLC [Dkt. No. 1137 (17-04780)]	10/1/2018 - 1/31/2019	\$ 3,080,936.50		\$ 228,902.66			
	<i>Puerto Rico Counsel for PREPA</i>							
9	Cancio Nadal Rivera & Diaz P.S.C. [Dkt. No. 5810 and 17-04780 Dkt. No. 1133]	10/1/2018 - 1/31/2019	\$ 541,280.00		\$ 756.22			
	<i>Debtors' Consultant</i>							
10	Deloitte Consulting LLP [Dkt. No. 9275]	10/01/2018 - 1/31/2019	\$ 1,757,608.44		\$ 304,050.65			
	<i>Debtors' Advisor</i>							
11	Deloitte Financial Advisory Services LLP [Dkt. No. 10530]	10/01/2018 - 1/31/2019	\$ 2,040,973.20		\$ 77,313.82			
	<i>Counsel to AAFAF - PREPA</i>							
12-a	O'Melveny & Myers [Dkt. No. 6042 and 1147 (17-04780)]	10/1/2018 - 1/31/2019	\$ 4,076,587.31		\$ 57,507.47			
	<i>Counsel to AAFAF - COFINA</i>							
12-b	O'Melveny & Myers [Dkt. No. 6043]	10/1/2018 - 1/31/2019	\$ 1,412,850.36		\$ 16,394.02			
	<i>Counsel for AAFAF - ERS</i>							
12-c	O'Melveny & Myers [Dkt. No. 6044]	10/1/2018 - 1/31/2019	\$ 188,464.21		\$ 10,558.23			
	<i>Counsel to AAFAF - HTA</i>							
12-d	O'Melveny & Myers [Dkt. No. 6045]	10/1/2018 - 1/31/2019	\$ 180,162.60		\$ 6,214.30			
	<i>Counsel to AAFAF - Commonwealth</i>							
12-e	O'Melveny & Myers [Dkt. No. 6047]	10/1/2018 - 1/31/2019	\$ 4,402,648.26		\$ 136,119.82			
Sixth Interim Fee Period (February 1 - May 31, 2019)								
	<i>Financial Advisors to Commonwealth</i>							
13-a	Ankura Consulting Group, LLC [Dkt. No. 12180]	2/1 - 5/31/2019	\$ 4,069,840.50		\$ 219,612.81			
	<i>Financial Advisors to PREPA</i>							
13-b	Ankura Consulting Group, LLC [17-4780 Dkt. No. 1604]	2/1 - 5/31/2019	\$ 2,890,183.50		\$ 276,996.38			

In re: The Financial Oversight and Management Board for Puerto Rico, as a representative of
The Commonwealth of Puerto Rico, et al.
PROMESA Title III No. 17 BK 3283-LTS

Third - Seventh Fee Period Applications Recommended for Deferral:

	Applicant	Compensation Period	Interim Fees Requested	Fee Examiner's Recommended Fee Adjustments	Interim Expenses Requested	Fee Examiner's Recommended Expense Adjustments	Interim Fees Recommended for Approval	Interim Expenses Recommended for Approval
	<i>Claims Counsel to FOMB - ERS</i>							
14	Brown Rudnick LLP [17-3566 Dkt. No. 622]	2/1 - 5/31/2019	\$ 47,518.00		\$ -			
	<i>Puerto Rico Counsel to AAFAF</i>							
15	Marini Pietrantonio Muniz LLC [Dkt. No. 8006]	2/1 - 5/31/2019	\$ 195,857.30		\$ 4,793.02			
	<i>Special Counsel to FOMB - PREPA</i>							
16	Nixon Peabody LLP [Dkt. No. 9538]	2/1 - 5/31/2019	\$ 371,931.00		\$ -			
	<i>Counsel to AAFAF - Commonwealth</i>							
17-a	O'Melveny & Myers [Dkt. No. 8180]	2/1 - 5/31/2019	\$ 2,873,762.15		\$ 244,200.68			
	<i>Counsel to AAFAF - HTA</i>							
17-b	O'Melveny & Myers [17-03567 Dkt. No. 615]	2/1 - 5/31/2019	\$ 85,817.14		\$ 1,037.31			
	<i>Counsel for AAFAF - ERS</i>							
17-c	O'Melveny & Myers [17-03566 Dkt. No. 658]	2/1 - 5/31/2019	\$ 2,292,671.25		\$ 64,457.00			
	<i>Counsel to AAFAF - PREPA</i>							
17-d	O'Melveny & Myers [17-04780 Dkt. No. 1489]	2/1 - 5/31/2019	\$ 4,809,921.59		\$ 129,968.65			
	<i>Investment Banker and Financial Advisor to FOMB</i>							
18	PJT Partners LP [Dkt. No. 8014]	2/1 - 5/31/2019	\$ 5,000,000.00		\$ 333.16			
Seventh Interim Fee Period (June 1 - September 30, 2019)								
	<i>Financial Advisors to PREPA</i>							
19	Ankura Consulting Group, LLC [17-4780 Dkt. No. 1788]	6/1 - 9/30/2019	\$ 2,778,349.50		\$ 230,089.53			
	<i>Claims Counsel to FOMB - Commonwealth</i>							
20-a	Brown Rudnick LLP [Dkt. No. 9316]	6/1 - 9/30/2019	\$ 1,261,053.00		\$ 205,804.25			
	<i>Claims Counsel to FOMB - HTA</i>							
20-b	Brown Rudnick LLP [17-3567 Dkt. No. 654]	6/1 - 9/30/2019	\$ 2,817.00		\$ -			
	<i>Claims Counsel to FOMB - ERS</i>							
20-c	Brown Rudnick LLP [17-3566 Dkt. No. 717]	6/1 - 9/30/2019	\$ 29,348.00		\$ -			
	<i>Claims Counsel to FOMB - PREPA</i>							
20-d	Brown Rudnick LLP [17-4780 Dkt. No. 1778]	6/1 - 9/30/2019	\$ 439,667.00		\$ 9,138.57			
	<i>Financial Advisor to FOMB</i>							
21	Ernst & Young LLP [Dkt. No. 10829]	6/1 - 9/30/2019	\$ 5,034,312.80		\$ 116,907.08			
	<i>Puerto Rico Counsel to AAFAF</i>							
22	Marini Pietrantonio Muniz LLC [Dkt. No. 9245]	6/1 - 9/30/2019	\$ 211,088.64		\$ 2,648.66			
	<i>Special Counsel to FOMB - PREPA</i>							
23	Nixon Peabody LLP [Dkt. No. 9539]	6/1 - 9/30/2019	\$ 80,805.00		\$ -			
	<i>Counsel to AAFAF - Commonwealth</i>							
24-a	O'Melveny & Myers [Dkt. No. 9332]	6/1 - 9/30/2019	\$ 5,369,124.54		\$ 183,905.55			
	<i>Counsel to AAFAF - HTA</i>							
24-b	O'Melveny & Myers [17-3567 Dkt. No. 657]	6/1 - 9/30/2019	\$ 58,957.87		\$ 2,178.58			
	<i>Counsel to AAFAF - ERS</i>							
24-c	O'Melveny & Myers [17-3566 Dkt. No. 724]	6/1 - 9/30/2019	\$ 512,322.11		\$ 56,015.15			
	<i>Counsel to AAFAF - PREPA</i>							
24-d	O'Melveny & Myers [Dkt. No. 9354 and 17-04780 Dkt. No. 1786]	6/1 - 9/30/2019	\$ 3,574,768.47		\$ 126,501.00			
	<i>Consultant to FOMB</i>							
25	PFM Group Consulting LLC [Dkt. No. 9212]	6/3 - 8/31/2019	\$ 244,842.50		\$ -			

In re: The Financial Oversight and Management Board for Puerto Rico, as a representative of
The Commonwealth of Puerto Rico, et al.
PROMESA Title III No. 17 BK 3283-LTS

Third - Seventh Fee Period Applications Recommended for Deferral:

	Applicant	Compensation Period	Interim Fees Requested	Fee Examiner's Recommended Fee Adjustments	Interim Expenses Requested	Fee Examiner's Recommended Expense Adjustments	Interim Fees Recommended for Approval	Interim Expenses Recommended for Approval
	<i>Investment Banker and Financial Advisor to FOMB</i>							
26	PJT Partners LP [Dkt. No. 9215]	6/1 - 9/30/2019	\$ 5,000,000.00		\$ 6,980.89			
	<i>Counsel to Debtors - Commonwealth</i>							
27-a	Proskauer Rose LLP [Dkt. No. 9624]	6/1 - 9/30/2019	\$ 11,293,301.10		\$ 292,282.61			
	<i>Counsel to Debtors - ERS</i>							
27-b	Proskauer Rose LLP [Dkt. No. 9630 and 17-3566 Dkt. No. 747]	6/1 - 9/30/2019	\$ 1,811,241.00		\$ 139,973.00			
	<i>Counsel to Debtors - HTA</i>							
27-c	Proskauer Rose LLP [Dkt. No. 9628 and 17-3567 Dkt. No. 664]	6/1 - 9/30/2019	\$ 491,537.70		\$ 13,238.66			
	<i>Counsel to Debtors - PREPA</i>							
27-d	Proskauer Rose LLP [Dkt. No. 9626 and 17-04780 Dkt. No. 1838]	6/1 - 9/30/2019	\$ 5,893,697.40		\$ 151,543.10			

In re: The Financial Oversight and Management Board for Puerto Rico, as a representative of
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PROMESA Title III No. 17 BK 3283-LTS

FINAL Fee Applications Recommended for Deferral:

	Applicant	Compensation Period	Final Fees Requested	Fee Examiner's Recommended Fee Adjustments	Final Expenses Requested	Fee Examiner's Recommended Expense Adjustments	Final Fees Recommended for Approval	Final Expenses Recommended for Approval
1	<i>Investment Banker and Financial Advisor FOMB - COFINA</i>							
	Citigroup Global Markets Inc. [Dkt. No. 7341 and 17-03284 Dkt. No. 639]	5/5/2017 - 2/12/2019	\$ 5,873,156.76		\$ -			
2	<i>Counsel to AAFAF</i>							
	DLA Piper [Dkt. No. 7973]	6/1/2017 - 4/30/2019	\$ 3,144,379.59		\$ 40,693.07			
3	<i>Counsel to AAFAF - COFINA</i>							
	O'Melveny & Myers [17-03284 Dkt. No. 640]	5/5/2017 - 2/12/2019	\$ 8,674,704.03		\$ 78,506.01			
4	<i>Puerto Rico Counsel to FOMB</i>							
	O'Neill & Borges LLC [Dkt. No. 7717]	5/5/2017 - 2/12/2019	\$ 183,261.60		\$ 8,022.35			
5	<i>Bankruptcy Counsel to Debtors - COFINA</i>							
	Proskauer Rose LLP [Dkt. No.7428 and 17-03284 Dkt. No. 644]	5/5/2017 - 2/12/2019	\$ 7,761,268.26		\$ 175,857.99			

ATTACHMENT 1

**UNITED STATES DISTRICT COURT
FOR THE DISTRICT OF PUERTO RICO**

In re

**THE FINANCIAL OVERSIGHT AND
MANAGEMENT BOARD FOR PUERTO RICO,**

As a representative of

**THE COMMONWEALTH OF PUERTO RICO
et al.,**

Debtors.¹

) **PROMESA**

) **Title III**

) **No. 17 BK 3283-LTS**

) **(Jointly Administered)**

) **Re:** ECF Dkt. Nos. 640 [Case no. 17-3567],
) 667 [Case no. 17-3566], 1642 [Case
) no. 17-4780], 8734, 8737, 8739, 8743, 9213,
) 10502, 12293

) **Telephonic Hearing Date:** June 3, 2020 at 9:30 a.m.
) (AST)

**SECOND SUPPLEMENTAL OMNIBUS ORDER
AWARDING INTERIM ALLOWANCE OF COMPENSATION FOR PROFESSIONAL
SERVICES RENDERED AND REIMBURSEMENT OF EXPENSES FOR THE
SEVENTH INTERIM (JUNE 1-SEPTEMBER 30, 2019)
AND PRIOR COMPENSATION PERIODS**

This matter coming before the Court on the interim fee applications (together Docket Entry Nos. 640 [Case no. 17-3567], 667 [Case no. 17-3566], 1642 [Case no. 17-4780], 8734, 8737, 8739, 8743, 9213, 10502, 12293, the (“**Applications**”)), all as indicated as “Recommended for Approval” on the attached **Exhibit A**, pursuant to sections 316 and 317 of the Puerto Rico Oversight, Management, and Economic Stability Act (“PROMESA”), Pub. L.

¹ The Debtors in these Title III Cases, along with each Debtor’s respective Title III case number and the last four (4) digits of each Debtor’s federal tax identification number, as applicable, are the: (i) Commonwealth of Puerto Rico (Bankruptcy Case No. 17 BK 3283-LTS) (Last Four Digits of Federal Tax ID: 3481); (ii) Puerto Rico Sales Tax Financing Corporation (“COFINA”) (Bankruptcy Case No. 17 BK 3284-LTS) (Last Four Digits of Federal Tax ID: 8474); (iii) Puerto Rico Highways and Transportation Authority (“HTA”) (Bankruptcy Case No. 17 BK 3567-LTS) (Last Four Digits of Federal Tax ID: 3808); (iv) Employees Retirement System of the Government of the Commonwealth of Puerto Rico (“ERS”) (Bankruptcy Case No. 17 BK 3566-LTS) (Last Four Digits of Federal Tax ID: 9686); and, (v) Puerto Rico Electric Power Authority (“PREPA”) (Bankruptcy Case No. 17 BK 4780-LTS) (Last Four Digits of Federal Tax ID: 3747) Puerto Rico Public Buildings Authority (“PBA”) (Bankruptcy Case No. 19-BK-5523-LTS) (Last Four Digits of Federal Tax ID: 3801) (Title III case numbers are listed as Bankruptcy Case numbers due to software limitations).

No. 114-187, §§ 316, 317, 130 Stat., 549, 584-85 (2016), and Rule 2016 of the Local Rules of Bankruptcy Practice and Procedure of the U.S. Bankruptcy Court for the District of Puerto Rico, for the interim allowance of certain fees, including all holdbacks and expenses incurred by the Applicants for the specific period of time set forth in each of the Applications (the “**Compensation Periods**”); filed in accordance with the *Order Setting Procedures for Interim Compensation and Reimbursement of Expenses for Professionals* [Dkt. No. 1150] (the “**Interim Compensation Order**”); the *First Amended Order Setting Procedures for Interim Compensation and Reimbursement of Expenses of Professionals* [Dkt. No. 1715] (the “**First Amended Interim Compensation Order**”); the *Second Amended Order Setting Procedures for Interim Compensation and Reimbursement of Expenses of Professionals* [Dkt. No. 3269] (the “**Second Amended Interim Compensation Order**”); the *Order Pursuant to PROMESA Sections 316 and 317 and Bankruptcy Code Section 105(A) Appointing a Fee Examiner and Related Relief* [Dkt. No. 1416] (the “**Fee Examiner Order**”); and the *First Amended Order Pursuant to PROMESA Sections 316 and 317 and Bankruptcy Code Section 105(A) Appointing a Fee Examiner and Related Relief* [Dkt. No. 3324] (the “**First Amended Fee Examiner Order**”); and the Court having reviewed the Applications and/or the report filed by the Fee Examiner with respect to the Applications [*see* Dkt. No. ____]; and the Court finding that: (a) the Court has jurisdiction over this matter pursuant to PROMESA section 306(a); and (b) notice of the Applications and the hearing thereon being adequate under the circumstances; and (c) all parties with notice of the Applications having been afforded the opportunity to be heard on the Applications; now therefore

IT IS HEREBY ORDERED THAT:

1. The Applications are GRANTED on an interim basis as set forth on the attached **Exhibit A**.
2. Each of the Applicants is allowed (a) interim compensation for services rendered during the Compensation Periods and (b) interim reimbursement for actual and necessary expenses incurred during the Compensation Periods, each in the respective and adjusted amounts set forth on the attached **Exhibit A**, including, except as otherwise indicated, any and all holdbacks.
3. To the extent not already paid pursuant to the Interim Compensation Order, the Debtors are hereby authorized and directed to pay each of the Applicants 100 percent of the fees and 100 percent of the expenses listed on **Exhibit A** under the columns “Interim Fees Recommended for Approval” and “Interim Expenses Recommended for Approval,” respectively, for services rendered and expenses incurred during the Compensation Periods.
5. Pursuant to the Fee Examiner’s report, the interim fee applications listed on **Exhibit B** and the final applications listed on **Exhibit C** of the report [Docket Entry Nos. 639, 644 [Case no. 17-3284], 622, 658, 717, 724, 747 [Case no. 17-3566], 615, 640, 654, 657, 664 [Case no. 17-3567], 1048, 1133, 1137, 1147, 1489, 1604, 1778, 1786, 1788, 1838 [Case no. 17-4780], 4020, 4358, 4897, 5810, 6042, 6043, 6044, 6045, 6047, 7341, 7717, 7428, 7973, 8006, 8014, 8180, 8454, 8520, 9212, 9215, 9245, 9274, 9275, 9316, 9332, 9354, 9538, 9539, 9624, 9626, 9628, 9630, 10530, 10829, 12180] remain adjourned for consideration at a later hearing date.
6. This Order resolves Docket Entry Nos. 640 [Case no. 17-3567], 667 [Case no. 17-3566], 1642 [Case no. 17-4780], 8734, 8737, 8739, 8743, 9213, 10502, 12293.

SO ORDERED.

Dated: June ____, 2020

LAURA TAYLOR SWAIN
United States District Judge

22360427.1

In re: The Financial Oversight and Management Board for Puerto Rico, as a representative of
The Commonwealth of Puerto Rico, et al.
PROMESA Title III No. 17 BK 3283-LTS

Sixth and Seventh Fee Period Applications Recommended for Approval:

	Applicant	Compensation Period	Interim Fees Requested	Fee Examiner's Recommended Fee Adjustments	Interim Expenses Requested	Fee Examiner's Recommended Expense Adjustments	Interim Fees Recommended for Approval	Interim Expenses Recommended for Approval
Sixth Interim Fee Period (February 1 - May 31, 2019)								
	<i>Counsel to Debtors - Commonwealth</i>							
1-a	Proskauer Rose LLP [Dkt. No. 8734]	2/1 - 5/31/2019	\$ 7,846,461.30	\$ 210,743.20	\$ 255,078.07	\$ 11,079.49	\$ 7,635,718.10	\$ 243,998.58
	<i>Counsel to Debtors - ERS</i>							
1-b	Proskauer Rose LLP [Dkt. No. 8737 and 17-3566 Dkt. No. 667]	2/1 - 5/31/2019	\$ 2,254,297.80	\$ 60,546.77	\$ 49,940.91	\$ 2,169.22	\$ 2,193,751.03	\$ 47,771.69
	<i>Counsel to Debtors - HTA</i>							
1-c	Proskauer Rose LLP [Dkt. No. 8739 and 17-3567 Dkt. No. 640]	2/1 - 5/31/2019	\$ 342,267.00	\$ 9,192.74	\$ 4,108.10	\$ 178.44	\$ 333,074.26	\$ 3,929.66
	<i>Counsel to Debtors - PREPA</i>							
1-d	Proskauer Rose LLP [Dkt. No. 8743 and 17-4780 Dkt. No. 1642]	2/1 - 5/31/2019	\$ 5,257,162.20	\$ 141,198.83	\$ 163,334.07	\$ 7,094.53	\$ 5,115,963.37	\$ 156,239.54
Seventh Interim Fee Period (June 1 - September 30, 2019)								
	<i>Puerto Rico Counsel to Special Claims Committee</i>							
2	Estrella, LLC [Dkt. No. 10502]	6/1 - 8/31/2019	\$ 218,625.50	\$ 7,495.43	\$ 2,417.77	\$ -	\$ 211,130.07	\$ 2,417.77
	<i>Special Litigation Counsel to Official Committee of Unsecured Creditors</i>							
3	Genovese Joblove & Battista, P.A. [Dkt. No. 9213]	6/1 - 9/30/2019	\$ 1,383,158.40	\$ 43,723.56	\$ 43,602.27	\$ -	\$ 1,339,434.84	\$ 43,602.27
	<i>Macroeconomic Consultant to the FOMB</i>							
4	Wolfe, Andrew [Dkt. No. 12293]	6/1 - 9/30/2019	\$ 100,000.00	\$ -	\$ 2,925.00	\$ -	\$ 100,000.00	\$ 2,925.00